

OSTER
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July 26, 2002

RECORDATION NO. 24049 FILED

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

JUL 26 '02 9-28 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 7/18/02 involving the following parties:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: TXI Operations, LP
1341 West Mockingbird Lane
Dallas, TX 75247

Equipment: 90, Steel Aggregate Railcars
TXIX 2001-2090

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.

Summary: Memorandum of Railcar Lease Agreement 7/18/02 between Wells Fargo Equipment Finance, Inc. as Lessor and TXI Operations, LP as Lessee including 90, Steel Aggregate Railcars, TXIX 2001-2090.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 34049 FILED

JUL 26 '02 9-28 AM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 18, 2002 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and TXI Operations, LP, a Delaware Limited Partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement No 98521 dated as of July 18, 2002 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement No. 98521-100 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor ninety (90) steel aggregate railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc. LESSEE: TXI Operations, LP

By: TXI Operating Trust,
General Partner

By: [Signature]
Name: Sheryl J. Boehm
Title: AVP

By: [Signature]
Name: * Kenneth R. Allen
Title: * VP and Treasurer

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 23 day of July, 2002 before me personally appeared,
Sheryl L Boehm to me personally known, who being by me
duly sworn, says that s/he is the AVP of Wells Fargo Equipment Finance,
Inc., a Minnesota corporation, that said instrument was signed on behalf of said
corporation, and s/he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

[Seal]



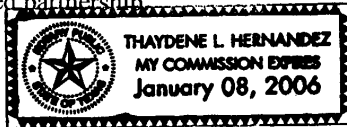
Connie M. Longtine
Notary Public

My commission expires: January 31, 2005

STATE OF TEXAS
COUNTY OF DALLAS

On this 19th day of July, 2002 before me personally appeared,
Kenneth R. Allen to me personally known, who being by me duly
sworn, says that s/he is the V.P. Finance of TXI Operating Trust, a Delaware Business
Trust and sold general partner of TXI Operations, LP, a Delaware limited partnership,
that said instrument was signed on behalf of said limited partnership, and s/he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said limited partnership.

[Seal]



Thaydene L. Hernandez
Notary Public

My commission expires: January 8, 2006

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT NO. 98521-100
DATED AS OF JULY 18, 2002**

Ninety (90) new steel aggregate railcars manufactured by Johnstown America Corporation bearing the following marks:

TXIX 2001 through, and including TXIX 2090